

RECORDATION NO. 27255 FILED

DEC 06 '07 -10 00 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A LESTER

December 6, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Security Agreement, dated as of December 5, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents covering NOW OWNED AND HEREAFTER ACQUIRED rolling stock and interests in leases of rolling stock.

The names and addresses of the parties to the enclosed document are:

Collateral Agent:	WestLB AG, New York Branch 1211 Avenue of the Americas New York, New York 10036
Borrower:	Southwest Georgia Ethanol, LLC P.O. Box 386 Camilla, Georgia 31730

Mr. Vernon A. Williams  
December 6, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

All rolling stock now owned or leased or hereafter acquired or leased by the Borrower.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Edward M. Luria".

Edward M. Luria

RWA/sem  
Enclosures

DEC 06 '07

-10 00 AM

## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND SECURITY AGREEMENT**

This Memorandum of Assignment and Security Agreement is made and entered into as of December 5, 2007, by and between SOUTHWEST GEORGIA ETHANOL, LLC (hereinafter referred to as "Borrower"), and WESTLB AG, NEW YORK BRANCH, as collateral agent for the Senior Secured Parties (hereinafter referred to as the "Agent"), respecting that certain Assignment and Security Agreement dated as of November 20, 2007, between Borrower and Agent, together with security documents referenced therein (hereinafter referred to as the "Security Agreement").

Borrower and Agent hereby affirm and acknowledge that Borrower has agreed to grant the Agent, on behalf of itself and the Senior Secured Parties, a first priority security interest in all assets of Borrower, including any lease and sublease interests relating to railcars and locomotives, whether now owned or hereafter acquired, effective as of November 20, 2007, and subject to the terms of the Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to all due authority, has caused this Memorandum of Assignment and Security Agreement to be duly executed in its name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER:

SOUTHWEST GEORGIA ETHANOL  
LLCBy: Larry KampName: LARRY KAMPTitle: Chief Financial Officer

AGENT:

WESTLB AG, NEW YORK BRANCH

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

WESTLB AG, NEW YORK BRANCH

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**MEMORANDUM OF ASSIGNMENT AND SECURITY AGREEMENT**

This Memorandum of Assignment and Security Agreement is made and entered into as of December 5, 2007, by and between SOUTHWEST GEORGIA ETHANOL, LLC (hereinafter referred to as "Borrower"), and WESTLB AG, NEW YORK BRANCH, as collateral agent for the Senior Secured Parties (hereinafter referred to as the "Agent"), respecting that certain Assignment and Security Agreement dated as of November 20, 2007, between Borrower and Agent, together with security documents referenced therein (hereinafter referred to as the "Security Agreement").

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IN WITNESS WHEREOF, each of the parties hereto, pursuant to all due authority, has caused this Memorandum of Assignment and Security Agreement to be duly executed in its name by its officers, thereunto duly authorized, all as of the date first above written.

BORROWER:

SOUTHWEST GEORGIA ETHANOL  
LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

AGENT:

WESTLB AG, NEW YORK BRANCH

By: James Anderson

Name: James Anderson  
Director

Title: \_\_\_\_\_

WESTLB AG, NEW YORK BRANCH

By: Paul Vastola

Name: Paul Vastola  
Director

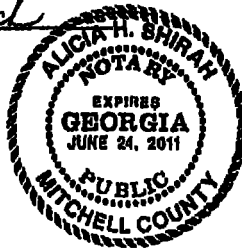
Title: \_\_\_\_\_

STATE OF Georgia )  
COUNTY OF Mitchell ) SS:

On this 5<sup>th</sup> day of December 2007, before me personally appeared Lawrence Kamp, to me personally known, who being duly sworn, stated that he is the Chief Financial Officer of Southwest Georgia Ethanol, LLC, that said instrument was signed on behalf of said company by authority of its management committee, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

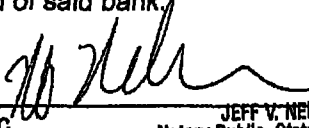
Alicia H. Shirah  
Notary Public

My Commission Expires



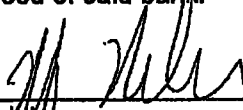
STATE OF New York )  
COUNTY OF New York ) SS:

On this 5th day of December 2007, before me personally  
appeared James Anderson, to me personally  
known, who being duly sworn, stated that he/she is  
Director of WestLB AG, New York Branch, that said  
instrument was signed on behalf of said bank by all necessary authority, and  
he/she acknowledged that the execution of the foregoing instrument was the free  
act and deed of said bank.

  
Notary Public  
JEFF V. NELSON  
Notary Public, State of New York  
No. 02NE6104085  
Qualified in Kings County  
My Commission Expires January 12, 2008

STATE OF New York )  
COUNTY OF New York ) SS:

On this 5th day of December 2007, before me personally  
appeared Paul Vastola, to me personally  
known, who being duly sworn, stated that he/she is  
Director of WestLB AG, New York Branch, that said  
instrument was signed on behalf of said bank by all necessary authority, and  
he/she acknowledged that the execution of the foregoing instrument was the free  
act and deed of said bank.

  
Notary Public  
JEFF V. NELSON  
Notary Public, State of New York  
No. 02NE6104085  
Qualified in Kings County  
My Commission Expires January 12, 2008

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 6, 2007

  
Edward M. Luria